

F01000005952

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GRAD PARTNERS, INC.
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LARANAN FRASER, COMPLIANCE
(Name of person)

GRAD PARTNERS, INC.
(Name of firm/company)

12760 HIGH BLUFF DRIVE, STE 210
(Address)

SAN DIEGO, CA 92130
(City/state and zip code)

For further information concerning this matter, please call:

LARANA FRASER, COMPLIANCE at (858) 578-6916 DIRECT
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT - 1 PM 3:35

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V SHEPARD OCT 3 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)


FILED STATE
SECRETARY OF CORPORATION
02 OCT - 1 PM 3:35

(Document number of corporation (if known))

1. GRAD PARTNERS, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE 3. 11/14/01
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 08/05/2002
5. EDUCATION LENDING SERVICES, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
NO CHANGE
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
NO CHANGE
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

DOUGLAS L. FEIST
(Typed or printed name)

09/17/2002

(Date)

EVP AND SECRETARY

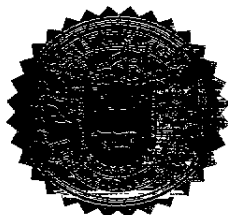
(Title)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GRAD PARTNERS, INC.", CHANGING ITS NAME FROM "GRAD PARTNERS, INC." TO "EDUCATION LENDING SERVICES, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 2002, AT 12:07 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3291003 8100

AUTHENTICATION: 1978080

020568701

DATE: 09-11-02

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That the Board of Directors of GRAD PARTNERS, INC. duly adopted by written consent resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and sending said amendment to the stockholders of said corporation for consideration. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is: Education Lending Services, Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of said corporation approved the amendment by written consent.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.
- **Fifth:** This Certificate of Amendment shall be effective on August 6, 2002.

BY: 

Douglas L. Feist, Executive Vice
President and Secretary